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MAY 31, 2023

VIA EMAIL (LESLIE_CALHOUN@MIED.USCOURTS.GOV)

Honorable Judith E. Levy
United States District Court – Eastern District of Michigan Federal Building
200 East Liberty Street Ann Arbor, Michigan 48104

RE: IN RE FLINT WATER CASES – PRIVILEGE LOG CHALLENGES

Dear Judge Levy:

Plaintiffs write to address our March 23, 2023 challenge to Veolia's privilege log. Initially, because the underlying matter is a diversity action, "the court applies federal law to resolve work product claims and state law to resolve attorney-client claims." *In re Powerhouse Licensing, LLC*, 441 F.3d 467, 472 (6th Cir. 2006).¹ However, Michigan state courts "look[] to federal precedent for guidance in determining the scope of the attorney-client privilege when a particular issue has been addressed by a federal court," *Nash v. City of Grand Haven*, 321 Mich. App. 587, 594 (2017), and "federal law principles govern waiver," *Iafrate v. Warner Norcross & Judd*, LLP, 335 F.R.D. 378, 385 (E.D. Mich. 2020). Finally, "the burden of establishing the existence of the privilege rests with the person asserting it." *United States v. Dakota*, 197 F.3d 821, 825 (6th Cir. 1999).

¹ Case quotes are "cleaned up" throughout, i.e., internal quotation marks and citations are omitted in all case citation. In addition, alterations are indicated using ellipses and brackets.

Without state court or Sixth Circuit authority to support their position,² Veolia baselessly argues that their communications with third parties do not waive privilege. Thus, they have failed to meet their burden in establishing privilege. *Id.*

Meanwhile, applicable state and federal case law clearly establishes that “the attorney-client privilege is waived by voluntary disclosure of private communications by an individual or corporation to third parties.” *JPMorgan Chase & Co. v. Pierce*, No. 05-CV-74455-DT, 2007 U.S. Dist. LEXIS 25841, at *18 (E.D. Mich. Apr. 4, 2007); *Henry v. Quicken Loans, Inc.*, 263 F.R.D. 458, 466 (E.D. Mich. 2008) (“Generally, the attorney-client privilege is waived by voluntary disclosure of private communications by an individual or corporation to third parties.”); *Dyna Grind Servs. v. City of Riverview*, No. 255825, 2006 Mich. App. LEXIS 1545, at *28-29 (Ct. App. May 4, 2006) (“Once otherwise privileged information is disclosed to a third party … the privilege disappears.”); *Oakland Cty. Prosecutor v. Dep’t of Corr.*, 222 Mich. App. 654, 658 (1997) (same).

Indeed, a court within this circuit, the Southern District of Ohio, has addressed the issue of waiver as it relates specifically to third party public relations consultants on multiple occasions. Each time, the Court consistently held that sharing information with third party public relations consultants destroys the privilege. *Waters v. Drake*, No. 2:14-cv-1704, 2015 U.S. Dist. LEXIS 164179, at *4 (S.D. Ohio Dec. 8, 2015) (“As this Court has observed in another case, it is ‘generally true’ that sharing attorney-client privileged communications with a public relations firm is a waiver of the privilege.”); *McNeil v. Mount Carmel Health Sys.*, No. 2:20-cv-258, 2021 U.S. Dist. LEXIS

² Instead, counsel for Veolia emailed authority from outside Michigan and the Sixth Circuit. Now, in their recent letter brief, they cite one state law case and imply that their consultants are covered by attorney client privilege because they are “functional equivalents” of Veolia’s employees. This new argument is as convenient as it is disingenuous. For months, Veolia has claimed they don’t even know who did what when it came to their public relations. They don’t know Jennifer Kaufmann’s role (Actum employee); they don’t know who Jennifer Wlach is (Actum employee); they don’t know who was Tweeting during trial; and they don’t know who was updating their “Facts From The Courtroom” link on their website. But now, whoever they are, they are Veolia’s ostensible agents? The Court should dismiss this argument on its face.

217302, at *18 (S.D. Ohio Nov. 10, 2021) (“The Court notes that, at least to the extent those communications were with an outside public relations firm, it is generally true that disclosure of otherwise privileged documents to a public relations firm is a waiver of the privilege.”); *DRFP, LLC v. Republica Bolivariana de Venezuela*, No. 2:04-cv-793, 2015 U.S. Dist. LEXIS 141788, at *5-6 (S.D. Ohio Oct. 19, 2015) (“[T]o the extent [a PR firm] was performing public relations functions, its participation in attorney-client communications resulted in a waiver — even if those functions were related to the various litigations in which [the client] was embroiled.”).

But even if the Court finds that Veolia’s inclusion of third-party public relations consultants does not invalidate attorney client or attorney work product privilege, their privilege assertions are ***still improper***, insofar as the underlying communications and documents do not seek or relate to legal advice. Rather, they relate to Veolia’s public relations strategy and therefore are not covered by attorney client privilege or attorney work product.

Under Michigan law, attorney client privilege is “narrow” and only applies to communications “that are made for the purpose of obtaining legal advice.” *Reed Dairy Farm v. Consumers Powers Co.*, 227 Mich. App. 614, 618-19 (1998). Courts in this Circuit, including the Eastern District of Michigan, have ruled that communications between an attorney and third-party public relations consultants are ***not protected*** by the attorney client privilege when the purpose of the communication is not for assisting counsel in providing legal advice,³ but rather for crafting a public relations campaign. *Waters*, 2015 U.S. Dist. LEXIS 164179 at *4-6; *Flagg v. City of Detroit & Kwame M. Kilpatrick*, No. 05-74253, 2010 U.S. Dist. LEXIS 164312, at *5 (E.D. Mich. Oct. 15, 2010) (“When an attorney is consulted in a capacity other than as a lawyer, as (for example) a policy advisor, media expert, business consultant, banker, referee or friend, that consultation is not

³ “[L]egal advice involves the interpretation and application of legal principles to guide future conduct or to assess past conduct.” *Alomari v. Ohio Dep’t of Pub. Safety*, 626 F. App’x 558, 570 (6th Cir. 2015) (citation omitted).

privileged.”). This is because “case law makes clear that a media campaign is not a litigation strategy.” *Waters*, 2015 U.S. Dist. LEXIS 164179 at *6.

The same is true for communications between Veolia’s non-attorney employees and third-party consultants wherein an attorney is either copied on or forwarded the communication. Veolia **cannot transform** these non-privileged communications about media strategy into privileged communications by forwarding or copying an attorney on the communication. For the communication to be privileged, the attorney’s inclusion **must be** to ask them for legal advice. *McNeil*, 2021 U.S. Dist. LEXIS 217302 at *18 (holding that “[m]erely sending a proposed media strategy to an attorney” is not sufficient to establish privilege); *Waters*, 2015 U.S. Dist. LEXIS 164179 at *11 (“[W]here the dominant purpose of such communications is not to secure legal advice or information requested by counsel, but to make some type of policy or business decision, the communication cannot be insulated from discovery just by sending a copy of it to a lawyer.”).

Nor should Veolia be permitted to make **false privilege assertions** to shield non-privileged documents. Although Veolia sometimes asserts (in their privilege log) that an attorney’s inclusion on a communication was for “legal advice and review,” Plaintiffs doubt the veracity of these assertions – and with good reason. Attached is a document Veolia provided in their April 28, 2023 production. *See Exhibit 1*, VWNAOS552937. This document corresponds to a privilege log entry that describes the basis for privilege as: “Communication regarding Frank Ferrara’s legal advice and review of VNA’s draft media statement concerning Flint.” *See Exhibit 2*, Sheet 1 Row No. 98. But a review of the document shows that the privilege assertion was false (as the communication did not actually include legal advice from Frank Ferrara), and that Veolia employees copied lawyers just to “protect” the communication. *See Exhibit 1*, VWNAOS552937 (Paul Whitmore: “Should I send this to Tarrah? [I’d] [sic] have to send to Frank and CC to protect us[.]”).

The same reasoning described above applies to Veolia’s assertions of attorney work product. Because the “driving force” behind these documents is public relations, they are not

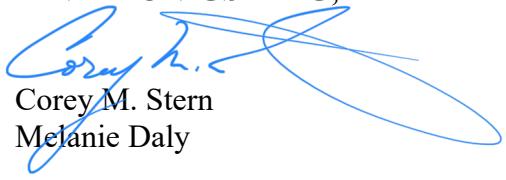
properly withheld as attorney work product. *United States v. Roxworthy*, 457 F.3d 590, 595 (6th Cir. 2006); *McNeil*, , 2021 U.S. Dist. LEXIS 217302, at *13 (ruling that documents that concerned “responding to media inquiries” and “managing social media” were not attorney work product because although “those same non-litigation purposes may have important legal implications for Defendants, they remain implications, and not the driving force behind the preparation of each requested document[.]”); *Schnatter v. 247 Grp., LLC*, No. 3:20-CV-00003-BJB-CHL, 2021 U.S. Dist. LEXIS 208324, at *28 (W.D. Ky. Oct. 28, 2021) (“[T]he Court concludes that the driving force behind creating the [] Report and related documents and communications was to serve a public relations function and not to assist with litigation.”).

Finally, the Veolia Defendants’ handling of their privilege log and the challenges thereto has been inconsistent and purposefully vague. This includes their recent attempts to supplement the privilege log for the Court with additional information not included on their original log, and disclosures of one version of a document while inexplicably maintaining privilege over another version of the same document. This conduct warrants a finding of waiver. See *Henry v. Quicken Loans, Inc.*, 263 F.R.D. 458, 465 (E.D. Mich. 2008) (“The law is clear that the attorney-client privilege can be waived by conduct such as partial disclosures which would make it unfair for a client to invoke the privilege elsewhere.”); *Star Lodge LLC v. Endurance Am. Specialty Ins. Co.*, No. 2:19-cv-10905, 2020 U.S. Dist. LEXIS 248137, at *14 (E.D. Mich. Nov. 10, 2020) (“Where the information provided by [Defendant] is inadequate, the claimed privilege has been waived.”).

As the Court knows well from having presided over the first bellwether trial, documents are a tremendous piece of the foundation for the parties’ claims and defenses. Some documents bolster and others weaken positions. But fairness and the integrity of our judicial system requires transparency in production, which to date has not occurred as it pertains to the Veolia Defendants. We strenuously urge the Court to require the Veolia Defendants to act with more transparency in their production and to produce the documents requested in Plaintiffs March 23 correspondence.

Sincerely,

LEVY KONIGSBERG, LLP


Corey M. Stern
Melanie Daly

Attorneys for the Plaintiffs

EXHIBIT 1

From: Karole Colangelo <karole.colangelo@veolia.com>
Sent: Thursday, June 23, 2016 6:42 AM -05:00
To: Whitmore, Paul <paul.whitmore@veolia.com>

Karole Colangelo, 2016-06-23 04:42:54

How are you holding up?

Whitmore, Paul, 2016-06-23 04:43:48

I'm OK. I'm tired but hanging in there. Happy for all of this comms support here as I feel more hands will spread the work out a bit.

Karole Colangelo, 2016-06-23 04:44:34

Yes...

Karole Colangelo, 2016-06-23 06:11:30

do we have a fact sheet?

Karole Colangelo, 2016-06-23 06:11:38

or a start to one?

Whitmore, Paul, 2016-06-23 06:12:10

We have a basic timeline. AND we started an FAQ that went to Scott and then went nowhere. It's comprehensive and one page.

Whitmore, Paul, 2016-06-23 06:12:18

I can send it to you now to look at.

Karole Colangelo, 2016-06-23 06:12:22

yes, please

Whitmore, Paul, 2016-06-23 06:14:41

It's sensitive language but it's in your inbox. If you want to bring it up, it came about as the result of a conversation SAE had with Paris either in late March or early April.

Whitmore, Paul, 2016-06-23 06:31:16

Should I send this to Tarrah? I'd have to send to Frank and CC to protect us, but I can get it to her right now for review.

Whitmore, Paul, 2016-06-23 06:39:22

Sent it.

Karole Colangelo, 2016-06-23 06:42:14

that's fine.

Karole Colangelo, 2016-06-23 06:42:30

we need to move; too much chit chat

Whitmore, Paul, 2016-06-23 06:42:39

She's acknowledged. I agree.

Whitmore, Paul, 2016-06-23 06:43:01

From a process standpoint, Mercury is now leading with our support at the moment, yes?

Whitmore, Paul, 2016-06-23 08:07:11

Mercury is working the FAQ, yes? Or am I to do that and the Timeline?

Whitmore, Paul, 2016-06-23 08:07:23

The timeline is done, by the by.

Whitmore, Paul, 2016-06-23 08:09:16

For your initial review: https://veoliawater.box.com/s/5

Karole Colangelo, 2016-06-23 08:14:17

can we share the final report?

Karole Colangelo, 2016-06-23 08:14:23

sent to ambrose?

Whitmore, Paul, 2016-06-23 08:14:42

Yes. It's posted on Flint's website so we can link or we can attach.

Whitmore, Paul, 2016-06-23 08:14:50

I have a copy somewhere....

Whitmore, Paul, 2016-06-23 08:14:59

And I'm culling all of the FAQ comments now.

Karole Colangelo, 2016-06-23 08:21:15

I think we need to include a line date for when our contract was complete.

Whitmore, Paul, 2016-06-23 08:21:43

Ok. I'll add it.

Whitmore, Paul, 2016-06-23 09:48:08

I have the document open and will take a look at what comes from the lawyers, add it and get it to you for final look before it gets sent again.

Karole Colangelo, 2016-06-23 09:48:25

ok. did you add bill's sentence?

Whitmore, Paul, 2016-06-23 09:49:57

Yes. We made a series of recommendations and they were ignored.

Karole Colangelo, 2016-06-23 09:50:20

"by city officials"

Karole Colangelo, 2016-06-23 09:51:26

never mind. don't add city officials

Whitmore, Paul, 2016-06-23 09:53:04

Ok. I've taken it out.

Karole Colangelo, 2016-06-23 09:53:31

having fun, yet?

Whitmore, Paul, 2016-06-23 09:53:41

Actually, no.

Karole Colangelo, 2016-06-23 09:53:51

glad the outside pr counsel gets to take the responsibility

Whitmore, Paul, 2016-06-23 09:53:56

Yes.

Whitmore, Paul, 2016-06-23 09:54:15

That's what I'm most happy about right now. Perhaps all that I'm happy about....

Karole Colangelo, 2016-06-23 09:54:23

me too....

Whitmore, Paul, 2016-06-23 10:24:03

Wow.

Karole Colangelo, 2016-06-23 10:26:10

it will be interesting to see what happens next....

Whitmore, Paul, 2016-06-23 10:27:01

I'd like to think Bill is aware that this is what Rob prepared and will override everybody and say "do it."

Karole Colangelo, 2016-06-23 10:27:16

yep

Whitmore, Paul, 2016-06-23 10:27:37

Tarrah will be like WTF....

Whitmore, Paul, 2016-06-23 10:27:43

Welcome to Veolia, Tarrah.

Karole Colangelo, 2016-06-23 10:27:48

☺

Whitmore, Paul, 2016-06-23 10:31:19

☺

Karole Colangelo, 2016-06-23 10:31:25

☺

Karole Colangelo, 2016-06-23 10:31:28

HA!

Whitmore, Paul, 2016-06-23 10:32:18

At this point, it should be "We have no comments and this is approved." If Tarrah makes edits, this goes back for another hour of review.

Karole Colangelo, 2016-06-23 10:32:47

It's Paris' consultant....

Whitmore, Paul, 2016-06-23 10:33:07

Ah. True!

Karole Colangelo, 2016-06-23 10:48:05

was terreh going to send me the final?

Whitmore, Paul, 2016-06-23 10:48:33

She didn't say, I don't think

Whitmore, Paul, 2016-06-23 10:48:41

Oh. Yes. She did actually.

Karole Colangelo, 2016-06-23 11:31:02

paul, can you make sure the final statement is in the folder?

Whitmore, Paul, 2016-06-23 11:33:28

Yes. So when you go to the Flint root folder, there's one folder called 2016-Lead Issue ACTIVE FOLDER.

Whitmore, Paul, 2016-06-23 11:33:42

Everything is in there, neatly organized. There's a media response folder.

Whitmore, Paul, 2016-06-23 11:43:35

No ringing phones or emails yet....

Whitmore, Paul, 2016-06-23 11:43:40

The calm before the proverbial storm.

Karole Colangelo, 2016-06-23 11:43:59

LOL. Yeah, I'm just confirming with matt that it's out.

Whitmore, Paul, 2016-06-23 11:44:58

And Tarrah is taking it to those people on her list too? Or will this essentially reach all of those folks as well?

Karole Colangelo, 2016-06-23 11:45:35

US NewsWire One is basically all major media outlets. Then, they plan to call all outlets

Whitmore, Paul, 2016-06-23 11:45:54

Ok. Gotcha!

Whitmore, Paul, 2016-06-23 11:46:55

I have this fantastic vision in my head of your car ride to TN today...mobile office in the back, Chris just cruisin' down the highway. It made me smile, though I'm sure it's not the easiest thing to do....

Karole Colangelo, 2016-06-23 11:47:30

it's funny... he had to bring me lunch because I was on the phone...

Karole Colangelo, 2016-06-23 11:47:46

I'm very high maintenance today

Karole Colangelo, 2016-06-23 12:37:37

having fun, yet?

Whitmore, Paul, 2016-06-23 12:38:12

Indeed! Just sent the release to those folks on the list. So.....

Karole Colangelo, 2016-06-23 12:38:31

this is like a weird PR experiment...

Karole Colangelo, 2016-06-23 12:39:11

i just hope we're not used as a case study at some PR course about what not to do.

Whitmore, Paul, 2016-06-23 12:39:50

I guess we'll see! It would be a good case study though, in how to manage something like this with multiple attorneys and PR people involved.

Karole Colangelo, 2016-06-23 12:40:45

②

Karole Colangelo, 2016-06-23 13:52:06

Quiet?

Whitmore, Paul, 2016-06-23 13:53:44

Two follow ups. One tv and one print. Forwarded on to Tarrah.

Whitmore, Paul, 2016-06-23 13:53:50

Otherwise yes.

Karole Colangelo, 2016-06-23 13:55:58

OK.

Karole Colangelo, 2016-06-23 13:56:14

I'm ready for a cocktail

Whitmore, Paul, 2016-06-23 13:59:24

Yes.

Whitmore, Paul, 2016-06-23 14:22:57

Isn't Mercury doing the media follow ups on our behalf?

Karole Colangelo, 2016-06-23 14:38:54

Sent a message to her

Whitmore, Paul, 2016-06-23 14:39:37

Thank you. Thought I misunderstood something.

EXHIBIT 2

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100	101	102	103	104	105	106	107	108	109	110	111	112	113	114	115	116	117	118	119	120	121	122	123	124	125	126	127	128	129	130	131	132	133	134	135	136	137	138	139	140	141	142	143	144	145	146	147	148	149	150	151	152	153	154	155	156	157	158	159	160	161	162	163	164	165	166	167	168	169	170	171	172	173	174	175	176	177	178	179	180	181	182	183	184	185	186	187	188	189	190	191	192	193	194	195	196	197	198	199	200	201	202	203	204	205	206	207	208	209	210	211	212	213	214	215	216	217	218	219	220	221	222	223	224	225	226	227	228	229	230	231	232	233	234	235	236	237	238	239	240	241	242	243	244	245	246	247	248	249	250	251	252	253	254	255	256	257	258	259	260	261	262	263	264	265	266	267	268	269	270	271	272	273	274	275	276	277	278	279	280	281	282	283	284	285	286	287	288	289	290	291	292	293	294	295	296	297	298	299	300	301	302	303	304	305	306	307	308	309	310	311	312	313	314	315	316	317	318	319	320	321	322	323	324	325	326	327	328	329	330	331	332	333	334	335	336	337	338	339	340	341	342	343	344	345	346	347	348	349	350	351	352	353	354	355	356	357	358	359	360	361	362	363	364	365	366	367	368	369	370	371	372	373	374	375	376	377	378	379	380	381	382	383	384	385	386	387	388	389	390	391	392	393	394	395	396	397	398	399	400	401	402	403	404	405	406	407	408	409	410	411	412	413	414	415	416	417	418	419	420	421	422	423	424	425	426	427	428	429	430	431	432	433	434	435	436	437	438	439	440	441	442	443	444	445	446	447	448	449	450	451	452	453	454	455	456	457	458	459	460	461	462	463	464	465	466	467	468	469	470	471	472	473	474	475	476	477	478	479	480	481	482	483	484	485	486	487	488	489	490	491	492	493	494	495	496	497	498	499	500	501	502	503	504	505	506	507	508	509	510	511	512	513	514	515	516	517	518	519	520	521	522	523	524	525	526	527	528	529	530	531	532	533	534	535	536	537	538	539	540	541	542	543	544	545	546	547	548	549	550	551	552	553	554	555	556	557	558	559	560	561	562	563	564	565	566	567	568	569	570	571	572	573	574	575	576	577	578	579	580	581	582	583	584	585	586	587	588	589	590	591	592	593	594	595	596	597	598	599	600	601	602	603	604	605	606	607	608	609	610	611	612	613	614	615	616	617	618	619	620	621	622	623	624	625	626	627	628	629	630	631	632	633	634	635	636	637	638	639	640	641	642	643	644	645	646	647	648	649	650	651	652	653	654	655	656	657	658	659	660	661	662	663	664	665	666	667	668	669	670	671	672	673	674	675	676	677	678	679	680	681	682	683	684	685	686	687	688	689	690	691	692	693	694	695	696	697	698	699	700	701	702	703	704	705	706	707	708	709	710	711	712	713	714	715	716	717	718	719	720	721	722	723	724	725	726	727	728	729	730	731	732	733	734	735	736	737	738	739	740	741	742	743	744	745	746	747	748	749	750	751	752	753	754	755	756	757	758	759	760	761	762	763	764	765	766	767	768	769	770	771	772	773	774	775	776	777	778	779	780	781	782	783	784	785	786	787	788	789	790	791	792	793	794	795	796	797	798	799	800	801	802	803	804	805	806	807	808	809	8010	8011	8012	8013	8014	8015	8016	8017	8018	8019	8020	8021	8022	8023	8024	8025	8026	8027	8028	8029	8030	8031	8032	8033	8034	8035	8036	8037	8038	8039	8040	8041	8042	8043	8044	8045	8046	8047	8048	8049	8050	8051	8052	8053	8054	8055	8056	8057	8058	8059	8060	8061	8062	8063	8064	8065	8066	8067	8068	8069	80610	80611	80612	80613	80614	80615	80616	80617	80618	80619	80620	80621	80622	80623	80624	80625	80626	80627	80628	80629	80630	80631	80632	80633	80634	80635	80636	80637	80638	80639	80640	80641	80642	80643	80644	80645	80646	80647	80648	80649	80650	80651	80652	80653	80654	80655	80656	80657	80658	80659	80660	80661	80662	80663	80664	80665	80666	80667	80668	80669	806610	806611	806612	806613	806614	806615	806616	806617	806618	806619	806620	806621	806622	806623	806624	806625	806626	806627	806628	806629	806630	806631	806632	806633	806634	806635	806636	806637	806638	806639	806640	806641	806642	806643	806644	806645	806646	806647	806648	806649	806650	806651	806652	806653	806654	806655	806656	806657	806658	806659	806660	806661	806662	806663	806664	806665	806666	806667	806668	806669	8066610	8066611	8066612	8066613	8066614	8066615	8066616	8066617	8066618	8066619	8066620	8066621	8066622	8066623	8066624	8066625	8066626	8066627	8066628	8066629	8066630	8066631	8066632	8066633	8066634	8066635	8066636	8066637	8066638	8066639	8066640	8066641	8066642	8066643	8066644	8066645	8066646	8066647	8066648	8066649	8066650	8066651	8066652	8066653	8066654	8066655	8066656	8066657	8066658	8066659	8066660	8066661	8066662	8066663	8066664	8066665	8066666	8066667	8066668	8066669	80666610	80666611	80666612	80666613	80666614	80666615	80666616	80666617	80666618	80666619	80666620	80666621	80666622	80666623	80666624	80666625	80666626	80666627	80666628	80666629	80666630	80666631	80666632	80666633	80666634	80666635	80666636	80666637	80666638	80666639	80666640	80666641	80666642	80666643	806666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